IN THE HIGH COURT OF JUDICATURE AT BOMBAY
O.O.C.J.

COMPANY PETITION No. 190 of 2006
Connected with Company Application
No.309/2006.

In the Matter of Petition to sanction
the Scheme of Amalgamation of
Calbaux Mining and Exports Pvt.Ltd.
with Rawmin Mining and Industries
Pvt. Ltd.

Calbaux Mining and Exports. ..Transferor Company.

With

M/s. Rawmin Mining and Industries
Private Limited. .. Transferee Company.

M/s. Calbaux Mining
and Exports Pvt.Ltd. .. ..Petitioner.

Mr.Jose George for petitioner.

Mr. S.C. Gupta, O.L. present.

Mr. C.J. Joy,with N.D. Sharma for R.D.

CORAM : S.C.DHARMADHIKARI,J.

DATE : 30th June, 2006.

P.C.

1] Heard Mr. Jose George learned counsel for the petitioner and Mr. C.J. Joy,counsel appearing for the Regional Director.

2] The Company Petition is seeking sanction of this Court to a Scheme of Amalgamation.

3] The salient features of the Scheme have been set out in the petition. The compliance of

statutory provisions has been made. Meetings have been dispensed with. The reasons for the scheme are set out in para 14th of the petition.

4] The necessary declarations have been made.

5] The scheme has been examined by the Regional Director and in his affidavit the Regional Director has referred to the report of Registrar of Companies. The Scheme is not found to be prejudicial to the interest of Creditors and Shareholders.

6] As far as the Official Liquidator is concerned, he refers to the report of the Chartered Accountants who have scrutinized relevant records and books of account as also audited accounts for the past five years. The Chartered Accountants upon scrutiny of the records and books of account , have opined that the affairs of the Company have not been conducted in the manner prejudicial to the interest of its members or to public interest.

7] Considering the materials referred to above, in my view, the petition deserves to succeed. Company Petition is made absolute in terms of prayer clause (a) subject to payment of costs to Regional

Director and Official Liquidator quantified at Rs. 2,500/-.

8] All concerned parties including Registrar of Companies to act on the ordinary copy of the order and scheme annexed to the petition authenticated by the Company Registrar, High Court, Bombay.

9] Filing and issuance of drawn up order is dispensed with.

10] This order is passed subject to transferee company seeking sanction from the High Court of Gujarath where its petition is pending.

[S.C.DHARMADHIKARI,J.]